

**KMT - 13**

CALL AND WAIVER OF NOTICE OF SPECIAL MEETING  
OF THE BOARD OF DIRECTORS OF NEVADA SCHEELITE CORP.

The undersigned, being all the Directors of Nevada Scheelite Corp., hereby call and waive notice of a special meeting of the Board of Directors to be held at the Ambassador Hotel in the city of Los Angeles, California, on March 26<sup>th</sup>, 1957, at 11 o'clock A m., P. S. T., for the purpose of adopting and approving a PLAN OF DISSOLUTION AND LIQUIDATION of Nevada Scheelite Corp. and of authorizing the liquidation and dissolution of the Corporation in accordance with the said Plan.

Philip M. Kenna  
Alex G. M. Kenna  
Donald C. M. Kenna

Date:

March 26, 1957

Special Meeting of the Board of Directors

Pursuant to the foregoing waiver of notice, a special meeting of the Board of Directors of Nevada Scheelite Corp. was held at the Ambassador Hotel, in the City of Los Angeles, California, on March 26, 1957, at 11:00 o'clock A.M., Pacific Standard Time.

Directors present were Donald C. McKenna, who presided, Philip M. McKenna, and Alex G. McKenna.

The President proposed that there be approved and adopted a Plan of Dissolution and Liquidation of the Company whereby all the property and assets of the Company, subject to the payment of all its liabilities and expenses of winding up its affairs, would be distributed by the Company in complete cancellation and redemption of all its capital stock, and the President presented and read to the meeting a Plan of Dissolution and Liquidation, a copy of which is as follows:

PLAN OF DISSOLUTION AND LIQUIDATION  
OF NEVADA SCHEELITE CORP.

1. Upon the approval of this Plan by the Board of Directors of Kennametal Inc., the sole stockholder of Nevada Scheelite Corp., the proper officers of Kennametal Inc. shall execute on its behalf, as sole stockholder of Nevada Scheelite Corp., a Consent to Dissolution, and the proper officers of Nevada Scheelite Corp. shall cause a Certificate of Dissolution to be filed with the Secretary of State of Nevada.

2. After the Secretary of State of Nevada has issued his certificate that Nevada Scheelite Corp. has been dissolved, Nevada Scheelite Corp. shall promptly distribute all of its property and assets, subject to the payment of all its liabilities and the expenses of winding up its affairs, to its sole stockholder, Kennametal Inc., in complete cancellation and redemption of all the stock of Nevada Scheelite Corp. Such distribution of the property and assets of Nevada Scheelite Corp. shall be completed no later than June 30, 1957.

On motion and after full discussion, the following resolutions were unanimously adopted:

RESOLVED that, in the judgment of this Board of Directors, it is desirable and most for the benefit of this Corporation that it be dissolved; and

RESOLVED FURTHER that the Plan of Dissolution and Liquidation of this Company presented to this meeting be and the same is hereby approved and adopted; and

RESOLVED FURTHER that the proper officers of this Company are hereby authorized to perform all acts necessary or appropriate to carry the said Plan into effect, and for this purpose the President, or a Vice President, and the Secretary of the Company are hereby authorized and directed, in the name and on behalf of the Company and under its corporate seal, to transfer and convey all the property and assets of the Company to its sole stockholder, Kennametal Inc., in complete cancellation and redemption of all its capital stock.

There being no further business introduced, the meeting was adjourned upon motion duly made and seconded.

  

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Secretary of the Meeting